

Form of Lead Independent Director Charter

If the offices of Chairman of the Board and Chief Executive Officer are held by the same person, the independent members of the Board of Directors will annually elect with a majority vote an independent director to serve in a lead capacity. Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the independent members of the Board of Directors.

For purposes of this Charter, "independent" means meeting the requirements for independent directors under NASDAQ Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Lead Independent Director coordinates the activities of the other independent Directors and performs such other duties and responsibilities as the Board of Directors may determine.

The specific powers and responsibilities of the Lead Independent Director are as follows:

Executive Sessions

- Preside at all meetings of the Board of Directors at which neither the Chairman or Vice Chairman is present, including executive sessions of the independent Directors.

Call Meetings of Independent Directors

- Has the authority to call meetings of the independent Directors.

Chairman Liaison

- Serve as the principal liaison between the Chairman, Vice Chairman and the independent Directors.

Approve Board Information, Agendas and Schedules

- Provide advice regarding information sent to the Board of Directors, including the quality, quantity, appropriateness and timeliness of such information.
- Approve meeting agendas for the Board of Directors.
- Approve the frequency of Board of Directors meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items.

Recommend Committee Membership and Chair

- Recommend to the Nominating Committee and to the Chairman and Vice Chairman, selection for the membership and chairman position for each Board committee.

Recommend Director Candidates

- Interview and evaluate, along with the chair of the Nominating Committee, all Director candidates and make recommendations to the Nominating Committee.

Retain Advisors and Consultants

- Has the authority to retain, at the Company's sole expense, outside counsel, advisors and consultants who report directly to the Board of Directors on Board-wide issues.

Compensation

- Receive additional compensation as determined from time to time by the Board of Directors, upon recommendation of the Nominating Committee.

Internal Advisors

- To the extent requested by the Lead Independent Director and where appropriate, the Company's Senior Legal Counsel shall provide advice and counsel to the Lead Independent Director in fulfilling the Lead Independent Director's duties.

Charter Review

- On an annual basis, the Lead Independent Director, in consultation with the independent Directors, shall review this Charter and recommend to the Board of Directors for approval any modifications or changes.